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April 18, 1997

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Director Melvin Malone  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

RE: BellSouth's Entry into Long Distance (InterLATA) Service in Tennessee  
Pursuant to Section 271 of the Telecommunications Act of 1996  
Docket No. 97-00309

Dear Director Malone:

This firm represents BellSouth Long Distance, Inc. ("BSLD"), a wholly owned subsidiary of BellSouth Corporation ("BellSouth") and an affiliate of BellSouth Telecommunications, Inc. ("BST"). BSLD is a "separate affiliate" which will provide in-region interLATA services in the State of Tennessee at such time as the FCC grants BellSouth authorization to enter the in-region, interLATA market.

BSLD is aware that the Authority has convened a formal inquiry concerning BellSouth's entry into the long distance market. We are aware that the issue of whether BSLD should be made a party to this inquiry was raised at a prehearing conference held in this matter on April 3, 1997. It is our understanding that, in your capacity as Hearing Officer, you determined to take this issue under advisement. The purpose of this letter is to set forth briefly the reasons why BSLD believes that it should be joined as a necessary party in this proceeding. Please note that this letter is being distributed to counsel of record for each of the parties already participating in this proceeding.

As previously stated, BellSouth, on behalf of itself and its affiliates, including BSLD, will be an applicant before the FCC seeking authority to provide in-region interLATA services originating in Tennessee. BSLD is an entity which will provide these services under the jurisdiction of the Authority. Accordingly, BSLD is a proper party to identify for the Authority the manner in which it will provide these services. Further, BSLD will offer testimony concerning the safeguards in place in satisfaction of the "separate affiliate" requirement in Section 272(b) of the Act. Finally, and perhaps most importantly, BSLD is the proper party to address why it is in the public interest for a BellSouth company to compete in the in-region

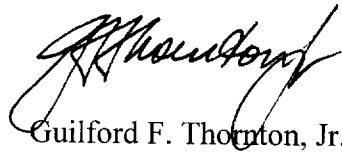
interLATA market. As you are aware, the FCC will consult with the Authority concerning whether or not BSLD's entry into the market is in fact in the public interest.

Taken together, the testimony presented by BST and BSLD will constitute the case of BellSouth and should be heard in concert. Testimony presented by BSLD in this inquiry will be complementary to that introduced by BST. While BSLD will focus on the public interest issues as well as the separate subsidiary requirements, BST will focus on Section 271(c) checklist compliance and issues surrounding Track A or Track B election.

Finally, each of the four states in the BellSouth region which has opened a docket concerning Section 271 has agreed that BSLD should be a party, filing on the same schedule as BST. BSLD respectfully submits that the Authority should do the same.

Should you have any questions or require anything further at this time, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Thornton, Jr.", written over the printed name.

Guilford F. Thornton, Jr.

GFT/lb

cc: Val Sanford, Esq.  
H. Edward Phillips III, Esq.  
Henry Walker, Esq.  
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